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DIVISION OF CORPORATIONS
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B. KOHR

MAY - 2 2011

EXAMINER

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DIVISION OF CORPORATIONS
11 MAY - 2 PM 2:54

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gibson & Gibson, LLC

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Signature _____

Requested by: SETH

04/29/11 11:00

Name

Date

Time

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____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 29, 2011

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: GIBSON & GIBSON, LLC
Ref. Number: W11000024087

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11 MAY -2 PM 12:47
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL ORIDA

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We have received your document for GIBSON & GIBSON, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The existing entity with the similar name is GIBSON & GIBSON, LLC -- Document Number L05000058844.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 711A00010492

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**ARTICLES OF ORGANIZATION OF
RUSTYMAR, LLC**
a Florida Limited Liability Company

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be Rustymar, LLC (hereafter also referred to as the "Company").

**ARTICLE II
DURATION**

The Company shall commence its existence on the date of filing, and shall exist in perpetuity commencing with the acceptance for filing of these Articles by the Florida Department of State.

**ARTICLE III
PURPOSE**

The Company is created in order to invest in real property, and to engage in any other businesses as permitted by law.

**ARTICLE IV
PLACE OF BUSINESS, REGISTERED OFFICE, and MAILING ADDRESS**

The principal place of business of the Company shall be 430 Loretto Ave., Coral Gables, FL 33146 and such other place or places as the Members from may determine from time to time.

The registered office of the Company shall be c/o Theodore M. Goldberg, 3250 Mary Street, Suite 303, Coconut Grove, FL 33133, and such other place or places as the Members may determine from time to time.

The mailing address of the Company shall be: 430 Loretto Ave., Coral Gables, FL 33146, and such other place or places as the Members may determine from time to time.

**ARTICLE V
INITIAL MEMBERS**

The initial members of the Company (the "Members") are:

- | | |
|-------------------|--|
| 1. Richard Gibson | 430 Loretto Ave.
Coral Gables, FL 33146 |
| 2. Douglas Gibson | 43 Schooner Close NW
Calgary, Alberta, Canada T3L 1Z2 |

**ARTICLE VI
MANAGEMENT OF BUSINESS**

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52
53 This Company shall be "Manager" managed. Except as otherwise provided in these
54 Articles of Organization, all Members shall have equal rights in the management or conduct of
55 the Company, pursuant to specific rules regarding rights and duties of Members enumerated in
56 the regulations or Operating Agreement of the Company (the "Regulations"), which are
57 incorporated by reference. Decisions, unless otherwise provided, shall be by majority vote,
58 each Member having a vote proportionate to its interest in the Company. The Members may
59 from time to time elect one or more Managers of the Company to conduct the business affairs of
60 the Company.

61
62 The Managers may be Members or non-Members. If any Member is a corporation, a
63 Manager need not be an officer, director or shareholder of any such corporation.

64
65 **ARTICLE VII**
66 **MANAGERS**

67
68 The Member or Members may elect at least one Manager. The initial Managers elected
69 by the Members are:

- 70
71 1. Richard Gibson 430 Loretto Ave.
72 Coral Gables, FL 33146
73
74 2. Douglas Gibson 43 Schooner
75 Calgary, Alberta, Canada T3L 1Z2
76

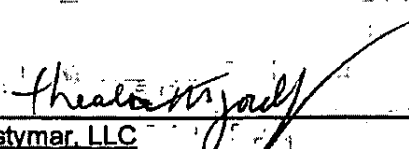
77 The Manager (s) so elected shall perform the duties and responsibilities fixed by the
78 Regulations and shall serve until their respective successors are chosen.

79
80 The Manager(s) of the Company are, acting individually or together, authorized,
81 empowered and directed by the Members, having been so elected, to manage the business
82 affairs of the Company. Contracts, deeds, documents and instruments may be executed by the
83 Managers, acting individually or together, on behalf of the Members, as provided in the
84 Regulations.

85
86 **ARTICLE VIII**
87 **REGISTERED AGENT**

88
89 The initial Registered Agent of the Company shall be Theodore M. Goldberg, Esq., 3250
90 Mary Street, Suite 303, Coconut Grove, FL 33133.

91
92
93
94 IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
95 on the 29th of April, 2011.

96
97
98
99 
100 Rustymar, LLC
101 By: Theodore M. Goldberg
102 As authorized representative

103
104
105
106
107 **ACCEPTANCE OF RESIDENT AGENT**
108

109 The undersigned, Theodore M. Goldberg, Esq. of 3250 Mary Street, Suite 303, Coconut Grove,
110 FL 33133, having been named as the Resident Agent of the Company, to accept service of process
111 within the State of Florida for the Company at the place designated above, hereby agrees to act in this
112 capacity and agrees to comply with the provisions of all statutes relative to the proper and complete
113 performance of his duties.
114

115 Signed this 29th day of April, 2011.
116

117
118 
119 Theodore M. Goldberg